

## FCC Ownership Disclosure Information for the Wireless Telecommunications Services

Approved by OMB  
3060 - 0799  
See instructions for  
public burden estimate

### Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
See Exhibit 2			
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant ( ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the discloseable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

[illegible]

**THIS ATTACHMENT CONTAINS TIN INFORMATION**

FCC Form 602

Exhibit 1

Page 1 of 2

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Bureau**

Related FCC Regulated Businesses of Applicant, Arch Communications Group, Inc. ("Arch")

4a) Name and Address of all FCC Regulated Businesses owned by Arch:	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Arch Connecticut Valley, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
Arch Communications Enterprises LLC <sup>1</sup> 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
Arch Paging, Inc. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
MobileMedia License Co. L.L.C. 1800 West Park Drive, Suite 250 Westborough, MA 01581	Commercial mobile radio service	[REDACTED]	100
Benbow PCS Ventures, Inc. 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9
Cal Autofone, Inc. <sup>2</sup> 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9
Radio Electronics Products Corporation 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9

<sup>1</sup>Arch Paging, Inc. is the sole member of Arch Communications Enterprises LLC.

<sup>2</sup>Arch, through its 49.9 percent indirect ownership interest in Benbow PCS Ventures, Inc. ("Benbow"), holds a 49.9 percent interest in Cal Autofone, Radio Electronics Products Corporation and PageCall, Inc., all of which are 100 percent owned by Benbow. Arch holds its interest in Benbow through a wholly owned Arch subsidiary, Benbow Investments, Inc., a Delaware corporation.

**THIS ATTACHMENT CONTAINS TIN INFORMATION**

FCC Form 602

Exhibit 1

Page 2 of 2

PageCall, Inc. 1615 Highland Avenue Eureka, CA 95503	Commercial mobile radio service	[REDACTED]	49.9
Nationwide 929.8875 LLC <sup>3</sup> c/o Paul, Hastings, Janofsky & Walker, LLP 1299 Pennsylvania Ave., N.W. 10th Floor Washington, DC 20004-2400	Commercial mobile radio service	[REDACTED]	50
Waterloo Communications, Inc. <sup>4</sup> 201 E. Mullans Waterloo, IA 50309	Commercial mobile radio service	[REDACTED]	45
PageNet Holdings, Inc. 4965 Preston Park Blvd, Suite 600 Plano, TX 75093	Commercial mobile radio service	[REDACTED]	100

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<sup>3</sup>Arch holds a 50 percent total interest in Nationwide 929.8875 LLC ("Nationwide") through two indirect, wholly-owned subsidiaries: Arch Connecticut Valley, Inc. (5.1 percent ) and Arch Communications Enterprises LLC (44.9 percent). The other 50 percent of Nationwide is held by AirTouch Communications, Inc. and three of its subsidiaries: AirTouch Paging, AirTouch Paging of Kentucky and AirTouch Paging of Texas. Detailed ownership information as to AirTouch Communications, Inc. and its subsidiaries is currently on file with the Commission.

<sup>4</sup>Gerald G. Farnsworth held 55 percent of Waterloo Communications, Inc., an Iowa corporation. The late Mr. Farnsworth's interest is currently being managed by the Gerald G. Farnsworth Trust, Diane Neebel, Administrator, Mercantile Trust Company, 425 Cedar Street, Waterloo, IA 50701.

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Bureau**

**Schedule for Disclosable Interest Holders**

Based on the information available to Arch Communications Group, Inc. (the Applicant) at the time of filing the instant Form 602 Ownership Report, no shareholder of post-merger Arch will hold 10% or more of post-merger Arch, if the Merger is consummated as structured at the time of filing this Form 602.<sup>1</sup>

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<sup>1</sup> All of the PageNet, Inc. ("PageNet") and Arch bonds which will be tendered in exchange for stock of the post-merger Arch, and all of the Arch and PageNet common stock, are publicly traded securities. To the extent that Arch or PageNet become aware that any individual or entity has accumulated a sufficient interest in any of the securities that will be exchanged for the stock in post-merger Arch such that any individual or entity will hold 10% or more of the stock of post-merger Arch, the parties will promptly report such information to the Commission.

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## PAGING NETWORK, INC. APPLICATIONS

<i><b>TAB NO.</b></i>	<i><b>SERVICE(S)</b></i>	<i><b>LICENSEE</b></i>	<i><b>FORM</b></i>	<i><b>ULS OR NON-ULS?</b></i>
1	CD, CF, CN, YD	Paging Network of America, Inc.	603	ULS
2	GS	Paging Network of America, Inc.	603	NON-ULS
3	YS	Paging Network of America, Inc.	603	NON-ULS
4	GS	Paging Network of Colorado, Inc.	603	NON-ULS
5	YS	Paging Network of Dallas/Ft. Worth, Inc.	603	NON-ULS
6	GS	Paging Network of Illinois, Inc.	603	NON-ULS
7	YS	Paging Network of Los Angeles, Inc.	603	NON-ULS
8	GS	Paging Network of Massachusetts, Inc.	603	NON-ULS
9	GS	Paging Network of Michigan, Inc.	603	NON-ULS
10	GS	Paging Network of San Francisco, Inc.	603	NON-ULS
11	GS	Paging Network of Tennessee, Inc.	603	NON-ULS
12	YS	Paging Network of Tennessee, Inc.	603	NON-ULS
13	GS	Paging Network of Washington, Inc.	603	NON-ULS
14	XD	Paging Network of Dallas/Ft. Worth, Inc.	703	NON-ULS
15	PS	Paging Network of San Francisco, Inc.	703	NON-ULS
16	Earth Station	Paging Network of Dallas/Ft. Worth, Inc.	312	NON-ULS
17	VSAT	Paging Network of Dallas/Ft. Worth, Inc.	312	NON-ULS
18	Earth Station	Paging Network of Los Angeles, Inc.	312	NON-ULS



<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate  Submitted 12/13/1999 at 12:39PM  File Number: <b>0000056159</b>
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<b>1) Application Purpose: Transfer of Control</b>	
<b>2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.</b>	<b>File Number:</b>
<b>2b) File numbers of related pending applications currently on file with the FCC:</b>	

**Type of Transaction**

<b>3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No</b>
<b>3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?</b>
<b>4) For assignment of authorization only, is this a partition and/or disaggregation?</b>
<b>5) Does filing request a waiver of the Commission's rules? Yes</b>
<b>6) Are attachments being filed with this application? Yes</b>
<b>7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes</b>
<b>7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes</b>

**Transaction Information**

<b>8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
<b>9) The assignment of authorization or transfer of control of license is: Voluntary</b>

**Licensee/Assignor Information**

<b>10a) Taxpayer Identification Number</b> [REDACTED]	<b>10b) SGIN: 000</b>
<b>11) First Name (if individual):</b> [REDACTED] <b>MI:</b> [REDACTED] <b>Last Name:</b> [REDACTED] <b>Suffix:</b> [REDACTED]	
<b>12) Entity Name (if not an individual): Paging Network of America, Inc.</b>	
<b>13) Attention To: Donna Comer, Licensing Manager</b>	
<b>14) P.O. Box:</b> [REDACTED] <b>And / Or</b>	<b>15) Street Address: 14911 Quorum Drive - Suite 600</b>
<b>16) City: Dallas</b>	<b>17) State: TX</b> <b>18) Zip: 75240</b>
<b>19) Telephone Number: (972)801-0306</b>	<b>20) FAX: (972)801-0306</b>
<b>21) E-Mail Address: donna_comer@pagenet.com</b>	

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Transferor Information (for transfers of control only)**



23a) Taxpayer Identification Number: [REDACTED]		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): Shareholders of Paging Network, Inc.			
26) P.O. Box:	And / Or	27) Street Address: 14911 Quorum Drive - Suite 600	
28) City: Dallas		29) State: TX	30) Zip: 75240
31) Telephone Number: (972)801-0306		32) FAX: (972)801-0330	
33) E-Mail Address: donna_comer@pagenet.com			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name: Paul	MI: G	Last Name: Madison	Suffix: Esq
35) Company Name: Kelley Drye & Warren, LLP			
36) P.O. Box:	And / Or	37) Street Address: 1200 19th St., N.W., Ste 500	
38) City: WASHINGTON		39) State: DC	40) Zip: 20036
41) Telephone Number: (202)955-9779		42) FAX: (202)955-9792	
43) E-Mail Address: pmadison@kelleydrye.com			

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: 311358569		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): SHAREHOLDERS OF ARCH COMMUNICATIONS GROUP, INC.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1800 WEST PARK DRIVE STE 250	
53) City: WESTBOROUGH		54) State: MA	55) Zip: 01581
56) Telephone Number: (508)870-6700		57) FAX: (508)898-1953	
58) E-Mail Address:			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: KATHRYN	MI: A	Last Name: ZACHEM	Suffix:
60) Company Name: WILKINSON BARKER KNAUER, LLP			
61) P.O. Box:	And / Or	62) Street Address: 2300 N STREET NW, SUITE 700	
63) City: WASHINGTON		64) State: DC	65) Zip: 20037-1128
66) Telephone Number: (202)783-4141		67) FAX: (202)783-5851	
68) E-Mail Address: KZACHEM@WBKLAW.COM			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: David	MI: P	Last Name: Gamble	Suffix:
80) Title: Vice President, External Affairs			
Signature: David P Gamble		81) Date: 12/13/99	

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*  
\*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Paul	MI: H	Last Name: Kuzia	Suffix:
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83) Title: Exec. VP, Tech. and Reg. Affairs

Signature: Paul H Kuzia

84) Date: 12/13/99

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KEA254					
KFQ941					
KIA958					
KIF651					
KIG845					
KIR204					
KKA344					
KLB322					
KMA608					
KMA741					
KNKE296					
KNKE300					
KNKE302					
KNKE387					
KNKE389					
KNKE392					
KNKE429					
KNKE862					
KNKE863					
KNKE889					
KNKE892					
KNKE899					

KNKF496
KNKF680
KNKG340
KNKG568
KNKG719
KNKG821
KNKG825
KNKG826
KNKG829
KNKG838
KNKG839
KNKG841
KNKG842
KNKG843
KNKG846
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KNKG873
KNKG882
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KNKJ546
KNKJ890
KNKK276
KNKK353
KNKK636
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KNNY350
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KNNY389
KPA332
KPB224
KQZ708
KQZ715
KQZ718
KRM962
KRM963
KRS642
KUC847
KWU311
KWU483
KWU486

WFY497
WHA549
WLB317
WLB318
WLB319
WLB320
WLB986
WLL576
WLS994
WRV271
WRV977
WRW257
WSI657
KNKG845

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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**Assignments of Authorization****1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information** (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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**3) Certification Statements**

**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

**Transfers of Control**

**Transfers of Control****4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing.

**Attachment List**

Attachment Type	Date	Description	Contents
Other	12/13/99	Main Pleading/Description of Transaction	<u>17537059.0.pdf</u>



FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number:
2b) File numbers of related pending applications currently on file with the FCC:		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	( <u>N</u> ) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	( ) Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	( ) Yes No
5) Does this filing request a waiver of the Commission's rules?	( <u>Y</u> ) Yes No
6) Are attachments being filed with this application?	( <u>Y</u> ) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	( <u>Y</u> ) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	( <u>Y</u> ) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( <u>S</u> )
<u>S</u> ale or other assignment or transfer of stock <u>C</u> ourt Order  <u>O</u> ther (voting trust agreement, management contract, etc.): _____  If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: ( <u>V</u> ) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: [REDACTED]		10b) SGIN:	
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Paging Network of America, Inc.			
13) Attention To: Donna Comer, Licensing Manager			
14) P.O. Box:	And /Or	15) Street Address: 14911 Quorum Drive, Suite 600	
16) City: Dallas	17) State: TX	18) Zip: 75240	
19) Telephone Number: (972) 801-0304		20) FAX: (972) 801-0330	
21) E-Mail Address: donna_comer@pagenet.com			

## 22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: [REDACTED]			23b) SGIN		
24) First Name (if individual):		MI:	Last Name:		Suffix:
25) Entity Name (if other than individual): Shareholders of Paging Network, Inc.					
26) P.O. Box:		And /Or	27) Street Address: 14911 Quorum Drive, Suite 600		
28) City: Dallas			29) State: TX		30) Zip: 75240
31) Telephone Number: (972) 801-0304			32) FAX: (972) 801-0330		
33) E-Mail Address: donna_comer@pagenet.com					

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Paul		MI: G.	Last Name: Madsion		Suffix: Esq.
35) Company Name: Kelley Drye & Warren, LLP					
36) P.O. Box:		And /Or	37) Street Address: 1200 19th Street, N.W., Suite 500		
38) City: Washington			39) State: DC		40) Zip: 20036
41) Telephone Number: (202) 955-9779			42) FAX: (202) 955-9792		
43) E-Mail Address: pmadison@kelleydrye.com					

## Assignee/Transferee Information

44) Assignee is a(n): ( <u>C</u> )      Individual Corporation      Unincorporated Association      Trust Partnership      Government Entity Consortium      Joint Venture Limited Liability Corporation					
45a) Taxpayer Identification Number: [REDACTED]			45b) SGIN		
46) First Name (if individual):		MI:	Last Name:		Suffix:
47) Entity Name (if other than individual): Shareholders of Arch Communications Group, Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Paul H. Kuzia					

51) P.O. Box	And /Or	52) Street Address: 1800 West Park Drive, Suite 250
53) City: Westborough	54) State: MA	55) Zip: 01581
56) Telephone Number: (508) 870-6700	57) FAX: (508) 898-1953	
58) E-Mail Address:		

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Kathryn	MI: A.	Last Name: Zachem	Suffix: Esq.
60) Company Name: Wilkinson Barker Knauer, LLP			
61) P.O. Box	And /Or	62) Street Address: 2300 N Street, N.W., Suite 700	
63) City: Washington	64) State: DC	65) Zip: 20037-1128	
66) Telephone Number: (202) 783-4141	67) FAX: (202) 783-5851		
68) E-Mail Address: kzachem@wbklaw.com			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	( <u>N</u> ) Yes No
70) Is the Assignee or Transferee an alien or the representative of an alien?	( <u>N</u> ) Yes No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	( <u>N</u> ) Yes No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( <u>N</u> ) Yes No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	( <u>N</u> ) Yes No

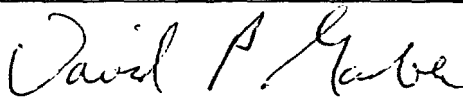
**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	( <u>N</u> ) Yes No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	( <u>N</u> ) Yes No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	( <u>N</u> ) Yes No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	( <u>N</u> ) Yes No

**78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):**

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

**Assignor/Transferor Certification Statements**


1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
David	P.	Gamble	
80) Title: Vice President, External Affairs			
Signature: 			81) Date: DEC 10 1999

**Assignee/Transferee Certification Statements**

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 882, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.



## 82) Typed or Printed Name of Party Authorized to Sign

First Name: Paul	MI: H.	Last Name: Kuzia	Suffix:
83) Title: Executive Vice President, Technology and Regulatory Affairs			
Signature: 			84) Date: DEC 10 1999
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			